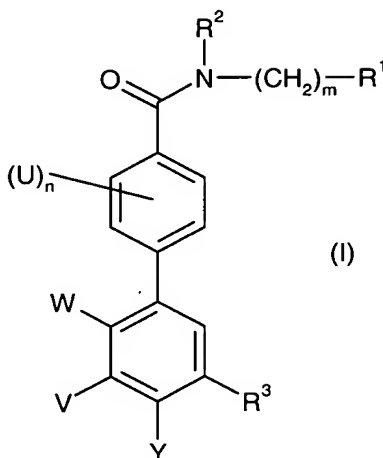


Amendments to the claims

1. (original) A compound of formula (I):



wherein

R^1 is selected from C_{1-6} alkyl substituted by one to three groups independently selected from oxo, cyano and $-S(O)_pR^4$, and C_{3-7} cycloalkyl optionally substituted by up to three groups independently selected from oxo, cyano, $-S(O)_pR^4$, OH, halogen, C_{1-6} alkoxy, $-NR^5R^6$, $-CONR^5R^6$, $-NCOR^5$, $-COOR^5$, $-SO_2NR^5R^6$, $-NHSO_2R^5$ and $-NHCONHR^5$,

R^2 is selected from hydrogen, C_{1-6} alkyl and $-(CH_2)_q-C_{3-7}$ cycloalkyl, or $(CH_2)_mR^1$ and R^2 , together with the nitrogen atom to which they are bound, form a four- to six-membered heterocyclic ring optionally containing one or two additional heteroatoms independently selected from oxygen, sulphur and $N-R^7$, wherein the ring is optionally substituted by one or two groups independently selected from oxo, C_{1-6} alkyl, halogen and trifluoromethyl;

R^3 is the group $-CO-NH-(CH_2)_rR^8$ or $-NH-CO-R^9$;

R^4 is selected from hydrogen, C_{1-6} alkyl, heterocyclyl optionally substituted by C_{1-4} alkyl, and phenyl wherein the phenyl is optionally substituted by up to two groups independently selected from C_{1-6} alkoxy, C_{1-6} alkyl and halogen;

R^5 is selected from hydrogen, C_{1-6} alkyl and phenyl wherein the phenyl group is optionally substituted by up to two substituents selected from C_{1-6} alkyl and halogen,

R^6 is selected from hydrogen and C_{1-6} alkyl, or

R^5 and R^6 , together with the nitrogen atom to which they are bound, form a five- to six-membered heterocyclic or heteroaryl ring optionally containing up to one additional heteroatom selected from oxygen, sulfur and nitrogen, wherein the ring is optionally substituted by up to two C_{1-6} alkyl groups;

R^7 is selected from hydrogen and methyl;

when r is 0 to 2, R^8 is selected from hydrogen, C_{1-6} alkyl, C_{3-7} cycloalkyl, $CONHR^5$, phenyl optionally substituted by R^{10} and/or R^{11} , heteroaryl optionally

substituted by R¹⁰ and/or R¹¹ and heterocyclyl optionally substituted by R¹⁰ and/or R¹¹, and

when r is 2, R⁸ is additionally selected from C₁₋₆alkoxy, NHCOR⁵, NHCONHR⁵, NR⁵R⁶ and OH;

R⁹ is selected from hydrogen, C₁₋₆alkyl, C₁₋₆alkoxy, -(CH₂)_s-C₃₋₇cycloalkyl, trifluoromethyl, -(CH₂)_tphenyl optionally substituted by R¹² and/or R¹³, -(CH₂)_theteroaryl optionally substituted by R¹² and/or R¹³, -(CH₂)_theterocyclyl optionally substituted by R¹² and/or R¹³ and -(CH₂)_tfused bicyclyl optionally substituted by R¹² and/or R¹³;

R¹⁰ is selected from C₁₋₆alkyl, C₁₋₆alkoxy, -CONR⁶R¹⁴, -NHCOR¹⁴, -SO₂NHR¹⁴, -NHSO₂R¹⁴, halogen, trifluoromethyl, -X-(CH₂)_j-phenyl optionally substituted by one or more halogen atoms or C₁₋₆alkyl groups, -X-(CH₂)_j-heterocyclyl or -X-(CH₂)_j-heteroaryl wherein the heterocyclyl or heteroaryl group is optionally substituted by one or more substituents selected from C₁₋₆alkyl,

R¹¹ is selected from C₁₋₆alkyl and halogen, or

when R¹⁰ and R¹¹ are ortho substituents, then together with the carbon atoms to which they are bound, R¹⁰ and R¹¹ may form a five- or six-membered saturated or unsaturated ring to give a fused bicyclic ring system, wherein the ring that is formed by R¹⁰ and R¹¹ optionally contains one or two heteroatoms selected from oxygen, nitrogen and sulfur;

R¹² is selected from C₁₋₆alkyl, C₁₋₆alkoxy, -(CH₂)_s-C₃₋₇cycloalkyl, -CONR¹⁵R¹⁶, -NHCOR¹⁶, -SO₂NHR¹⁵, -NHSO₂R¹⁶, halogen, -(CH₂)_kNR¹⁷R¹⁸, oxy, trifluoromethyl, phenyl optionally substituted by one or more R¹³ groups and heteroaryl wherein the heteroaryl is optionally substituted by one or more R¹³ groups,

R¹³ is selected from C₁₋₆alkyl, C₁₋₆alkoxy, halogen, trifluoromethyl and -NR¹⁷R¹⁸, or

R¹² and R¹³, together with the carbon atoms to which they are bound, form a five- or six-membered saturated or unsaturated ring to give a fused bicyclic ring system, wherein the ring that is formed by R¹² and R¹³ optionally contains one or two heteroatoms selected from oxygen, nitrogen and sulfur;

R¹⁴ is selected from hydrogen and C₁₋₆alkyl;

R¹⁵ is selected from hydrogen, C₁₋₆alkyl and phenyl wherein the phenyl group may be optionally substituted by one or more R¹³ groups,

R¹⁶ is selected from hydrogen and C₁₋₆alkyl, or

R¹⁵ and R¹⁶, together with the nitrogen atom to which they are bound, form a five- to six-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N-R⁷, wherein the ring is optionally substituted by up to two C₁₋₆alkyl groups;

R¹⁷ is selected from hydrogen, C₁₋₆alkyl and -(CH₂)_s-C₃₋₇cycloalkyl optionally substituted by C₁₋₆alkyl,

R¹⁸ is selected from hydrogen and C₁₋₆alkyl, or

R¹⁷ and R¹⁸, together with the nitrogen atom to which they are bound, form a three- to seven-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N-R⁷, wherein the ring may

contain up to one double bond and the ring is optionally substituted by one or more R¹⁹ groups;

R¹⁹ is selected from C₁₋₆alkyl, oxy, -CH₂OC₁₋₆alkyl, trichloromethyl and -N(C₁₋₆alkyl)₂;

X is selected from -O- and a bond;

U is selected from methyl and halogen;

W is selected from methyl and chlorine;

V and Y are each selected independently from hydrogen, methyl and halogen;

m is selected from 0, 1, 2, 3 and 4 wherein each carbon atom of the resulting carbon chain is optionally substituted with one or two groups selected independently from C₁₋₆alkyl, wherein the C₁₋₆alkyl group is optionally substituted by up to three OH groups;

n, p, r and j are independently selected from 0, 1 and 2;

q and k are independently selected from 0, 1, 2 and 3; and

s and t are independently selected from 0 and 1;

with the proviso that when R¹ is unsubstituted C₃₋₇cycloalkyl, m is not selected from 0, 1, 2, 3 and 4 wherein each carbon atom of the resulting carbon chain may be optionally substituted with one or two groups selected independently from C₁₋₆alkyl; or a pharmaceutically acceptable derivative thereof.

2. (original) A compound according to claim 1 wherein R¹ is selected from C₂₋₆alkyl substituted by one or two groups independently selected from oxo, cyano and -S(O)_tR⁴, and C₃₋₆cycloalkyl optionally substituted by one or two groups independently selected from OH and cyano.

3. (currently amended) A compound according to claim 1 ~~or claim 2~~ wherein R² is hydrogen.

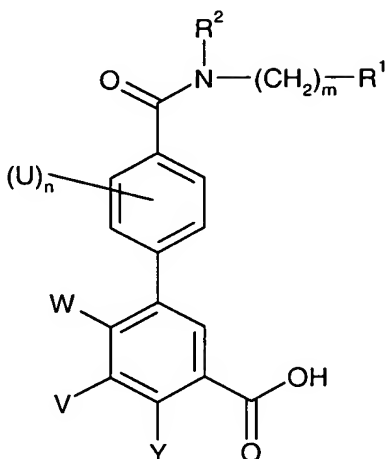
4. (currently amended) A compound according to ~~any one of the preceding claims~~ claim 1 wherein R⁸ is C₃₋₆cycloalkyl.

5. (currently amended) A compound according to ~~any one of the preceding claims~~ claim 1 wherein m is selected from 0 and 1 and wherein the carbon chain is optionally substituted by one or two methyl groups which are optionally substituted by OH.

6. (original) A compound according to claim 1 as defined in any one of Examples 1 to 11, or a pharmaceutically acceptable derivative thereof.

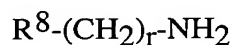
7. (currently amended) A process for preparing a compound according to ~~any one of claims 1 to 6~~ claim 1 which comprises:

(a) reacting a compound of formula (XXII)



(XXII)

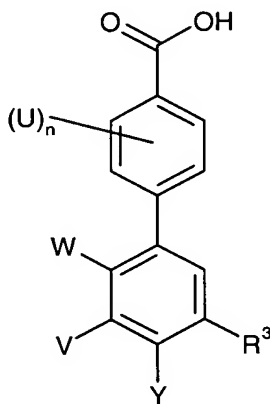
wherein R^1 , R^2 , U, W, V, Y, m and n are as defined in claim 1,
 with a compound of formula (XXIII)



(XXIII)

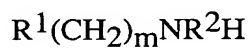
wherein R^8 and r are as defined in claim 1,
 under amide forming conditions optionally converting the acid compound (XXII) to
 an activated form of the acid before reaction with the amine compound (XXIII));

(b) reacting a compound of formula (XXIV)



(XXIV)

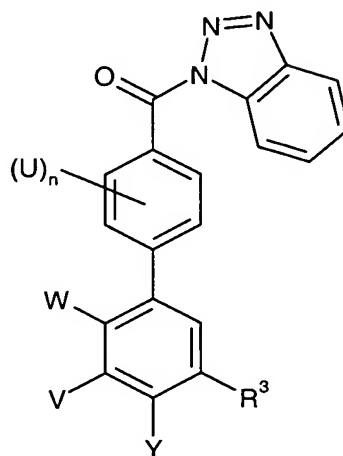
wherein R^3 , U, W, V, Y and n are as defined in claim 1,
 with a compound of formula (XXV)



(XXV)

wherein R^1 , R^2 , m and n are as defined in claim 1,
 under amide forming conditions;

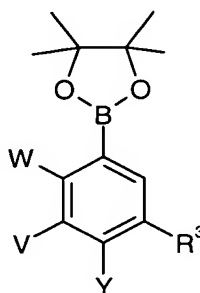
(c) reacting a compound of formula (XXVI)



(XXVI)

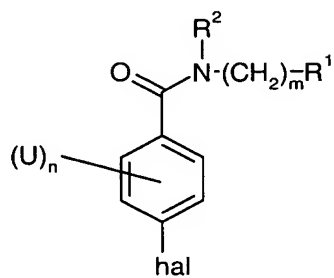
wherein R^3 , U , W , V , Y and n are as defined in claim 1,
 with a compound of formula (XXV) as defined above;

(d) reacting a compound of formula (XXVII)



(XXVII)

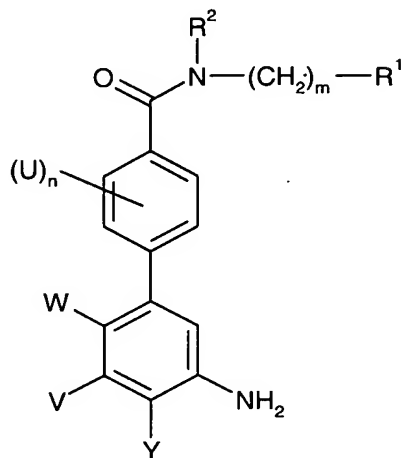
wherein W , V , Y and R^3 are as defined in claim 1,
 with a compound of formula (XXVIII)



(XXVIII)

wherein R^1 , R^2 , U, m and n are as defined above and hal is halogen, in the presence of a catalyst; or

(e) reacting a compound of formula (XXIX)



(XXIX)

wherein R^1 , R^2 , U, W, V, Y, m and n are as defined in claim 1, with a compound of formula (XXX)



(XXX)

wherein R^9 is as defined in claim 1,

under amide forming conditions optionally converting the acid compound (XXX) to an activated form of the acid before reaction with the amine compound (XXIX)).

8. (currently amended) A pharmaceutical composition comprising at least one compound according to any ~~one of claims 1 to 6~~ claim 1 or a pharmaceutically acceptable derivative thereof, in association with one or more pharmaceutically acceptable excipients, diluents and/or carriers.

9. (currently amended) A method for treating a condition or disease state mediated by p38 kinase activity or mediated by cytokines produced by the activity of p38 kinase comprising administering to a patient in need thereof a compound according to ~~any one of claims 1 to 10~~ claim 1 or a pharmaceutically acceptable derivative thereof.

10. (cancelled)

11. (cancelled)